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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 19, 1997

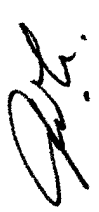
RECORDATION NO. 21009 FILED

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RECEIVED
SURFACE TRANSPORTATION
BOARD

 Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Memorandum of Lease of Railroad Equipment (Amtrak Trust 97-C), dated November 19, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: State Street Bank and Trust Company
Of Connecticut, N.A.
225 Asylum Street
Hartford, Connecticut 06103

Lessee: National Railroad Passenger Corporation
400 North Capitol Street, N.W.
Washington, D.C. 20001

A description of the railroad equipment covered by the enclosed document is:

200 box cars AMTK 71000 through AMTK 71199, inclusive
50 Railcars AMTK 70000 through AMTK 70049, inclusive

Mr. Vernon A. Williams
November 19, 1997
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/bg
Enclosures

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 97-C) dated November 19, 1997, between STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, but solely as trustee under the Trust Agreement (Amtrak Trust 97-C) dated as of September 1, 1997, with GENERAL ELECTRIC CAPITAL CORPORATION (in such capacity, the "*Lessor*"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "*Lessee*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust 97-C) dated as of September 1, 1997 (the "*Lease*") and that certain Lease Supplement No. 1 (Amtrak Trust 97-C) dated November 19, 1997 ("*Lease Supplement No. 1*") (the terms of each of which are incorporated herein by reference), covering the railroad equipment identified in Schedule A hereto, bearing the equipment numbers of the Lessee shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor; and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

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IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT, NATIONAL
ASSOCIATION, not in its individual capacity, but
solely as trustee, as aforesaid

By: Susan T. Keller
Name: SUSAN T. KELLER
Title: Vice President

NATIONAL RAILROAD PASSENGER
CORPORATION

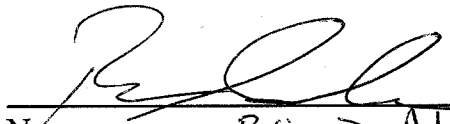
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT, NATIONAL
ASSOCIATION, not in its individual capacity, but
solely as trustee, as aforesaid

By: _____
Name: _____
Title: _____

NATIONAL RAILROAD PASSENGER
CORPORATION

By:  _____
Name: Brian D. Adam
Title: Treasurer

STATE OF CONNECTICUT)
) ss.:
COUNTY OF HARTFORD)

On this 11th day of November, 1997, before me personally appeared SUSAN T. KELLER, to me personally known, who, by me being duly sworn, says that he/she is Vice President of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said national banking association by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Debra Johnson
Notary Public

My commission expires

DEBRA A. JOHNSON
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 31, 200*

DISTRICT OF COLUMBIA)
) ss.:
)

On this ____ day of November, 1997, before me personally appeared Brian D. Adam, to me personally known, who, by me being duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires

STATE OF CONNECTICUT)
) ss.:
COUNTY OF HARTFORD)

On this ____ day of November, 1997, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he/she is _____ of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said national banking association by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Notary Public

My commission expires

DISTRICT OF COLUMBIA)
) ss.:
)

On this 10th day of November, 1997, before me personally appeared Brian D. Adam, to me personally known, who, by me being duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires

1-1-2000

(AMTRAK TRUST 97-C)

DESCRIPTION OF UNITS

<u>EQUIPMENT TYPE</u>	<u>AMTRAK EQUIPMENT NUMBERS</u>
Two Hundred (200) new Trenton Works Ltd. 100-ton 60'9" Plate "C" Box cars	AMTK 71000 through AMTK 71199, inclusive
Fifty (50) remanufactured Greenbrier Railcar, Inc. Medium Speed Material Handling Cars III	AMTK 70000 through AMTK 700049 , inclusive 70049,